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**AZ CORPORATION COMMISSION  
FILED**
**ARIZONA CORP. COMMISSION  
FILED**

MAY 10 2017

JUN 20 2017

FILE NO. F-21774980FILE NO. F-2177498-0

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC. USE ONLY.

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**
Read the Instructions **C018I**

1. ENTITY TYPE - check only one to indicate the type of entity applying for authority:

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER   |
| <input type="checkbox"/> NONPROFIT CORPORATION             | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION                                  |
| <input type="checkbox"/> PROFESSIONAL CORPORATION          | <input type="checkbox"/> CREDIT UNION  |
| <input type="checkbox"/> CLOSE CORPORATION                 | <input type="checkbox"/> TRUST COMPANY   |
| <input type="checkbox"/> BUSINESS TRUST                    | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION                             |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP.        | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.             |
| <input type="checkbox"/> CORPORATION SOLE                  | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) - enter the exact, true name of the foreign corporation:

VLCTY, Inc.

<p>3. NAME TO BE USED IN ARIZONA (ENTITY NAME) - see Instructions <b>C018I</b> - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions</p>		
<p>3.1 <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes - Go to number 4.</p>	<p>3.2 <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it - Enter the name in number 3.4 below.</p>	<p>3.3 <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) - Enter the name in number 3.4 below.</p>
<p>3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:</p>		

4. FOREIGN DOMICILE - list the state or country in which the foreign corporation is incorporated: Delaware

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 09/08/2016

6. DURATION - the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of \_\_\_\_\_ years (enter a number of years).
- ☐ The corporation's life period will end on this date \_\_\_\_\_ (enter a date).
- ☐ The corporation's life period will end upon the occurrence of this event: \_\_\_\_\_ (describe an event).

7. PURPOSE - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

8. **CHARACTER OF BUSINESS** - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Software development

<b>9. PRINCIPAL OFFICE ADDRESS - FOREIGN</b> <b>DOMICILE STREET ADDRESS</b> - see <i>Instructions C018i</i> - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:		<b>10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:</b> Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:	
Attention (optional) 2140 S Dupont Highway		Attention (optional)	
Address 1		Address 1	
Address 2 (optional) City Camden State DE Zip 19934		Address 2 (optional) City State Zip	

<b>11. STATUTORY AGENT IN ARIZONA</b> - see <i>Instructions C018i</i>			
<b>11.1 REQUIRED</b> - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:		<b>11.2 OPTIONAL</b> - mailing address in Arizona of statutory agent (can be a P.O. Box):	
Amy Johnson			
Statutory Agent Name (required)			
Attention (optional) 11809 N 36th Street		Attention (optional)	
Address 1		Address 1	
Address 2 (optional) City Phoenix State AZ Zip 85028		Address 2 (optional) City State Zip	
<b>11.3 REQUIRED</b> - the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.			

<b>12. DIRECTORS</b> - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <i>Director Attachment</i> form C082.			
Brett Bond		Director Name	
1827 9th Street		Address 1	
Address 1 Unit C		Address 1	
Address 2 (optional) Santa Monica CA 90404		Address 2 (optional)	
City UNITED STATES State or Province CA Zip 90404		City State or Province Zip	
Country		Country	
Date taking office (optional):		Date taking office (optional):	

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
<b>13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box: <input type="checkbox"/> and complete and attach the Officer Attachment form C085.</b>							
Brett Bond				Officer Name			
1827 9th Street				Address 1			
Unit C				Address 2 (optional)			
Santa Monica		CA	90404				
City	UNITED STATES	State or Province	Zip	City	State or Province	Zip	
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		President					
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	

14. **FOR-PROFITS ONLY - SHARES AUTHORIZED** - see Instructions C018 - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: \_\_\_\_\_ Total: 12,000,000 Par Value: \$.0001

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_ Par Value: \_\_\_\_\_

15. **FOR-PROFITS ONLY - SHARES ISSUED** - see Instructions C018 - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: \_\_\_\_\_ Total: 8,500,000 Par Value: \$.0001

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_ Par Value: \_\_\_\_\_

16. **NONPROFITS ONLY - MEMBERS** - check one box only:

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

17. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - If "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

**SIGNATURE:** By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ **I ACCEPT**

Brett Bond

Brett Bond

5/5/2017

Signature

Printed Name

Date

**REQUIRED** - check only one:

☐ I am the Chairman of the Board of Directors of the corporation filing this document.

☒ I am a duly-authorized Officer of the corporation filing this document.

☐ I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: \$175.00 (regular processing)  
Expedited processing - add \$35.00 to filing fee.  
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3036 or (within Arizona only) 800-345-5833.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** - give the exact name of the corporation in Arizona:

VLCTY, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)  
☐ Annual (credit unions and loan companies only)  
☐ Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

### 4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	Text <input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**5. BANKRUPTCY QUESTION:**

**5.1** Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

**5.2** If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:

This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.

Foreign corporations:

This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.

Credit Unions and Loan Companies:

This Certificate must be signed by any 2 officers or directors.

**Brett Bond**

Name

**1827 9th Street, Unit C**

Address 1

Address 2

**Santa Monica****CA****90404**

City

**UNITED STATES**

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

**Brett Bond**

Printed Name

**6/5/2017**

Date

**REQUIRED - check only one:**

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☒ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

Country

**SIGNATURE - see Instructions C003i:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

**REQUIRED - check only one:**

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☐ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-545-5819.

C003 001  
Rev. 2018

Arizona Corporation Commission - Corporations Division  
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## STATUTORY AGENT ACCEPTANCE

Please read Instructions **MQ021**

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

VLCTY, Inc

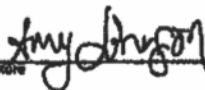
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). **NOTE** - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Amy Johnson

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

  
Signature

Amy Johnson  
Printed Name

5/05/2017  
Date

**REQUIRED** – check only one:

<input checked="" type="checkbox"/> <b>Individual as statutory agent:</b> I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> <b>Entity as statutory agent:</b> I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
---	---

Filing Fee: none (regular processing)  
Expedited processing – not applicable.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
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# Delaware

The First State

4015638

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "VLCTY, INC." IS DULY INCORPORATED  
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND  
HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS  
OFFICE SHOW, AS OF THE SIXTH DAY OF APRIL, A.D. 2017.



6131244 8300

SR# 20172080251

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202332979

Date: 04-06-17



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "VLCTY, INC.",  
FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2016,  
AT 4:41 O'CLOCK P.M.



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State

6131244 8100  
SR# 20173528026

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202642053  
Date: 06-02-17

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:41 PM 09/03/2016  
FILED 04:41 PM 09/03/2016  
SR 2016ST06996 - File Number 6131244

**CERTIFICATE OF INCORPORATION**  
**OF**  
**VLCTY, INC.**

**ARTICLE I**

The name of the corporation is VLCTY, Inc. (the "Company").

**ARTICLE II**

The address of the Company's registered office in the State of Delaware is 2140 South Dupont Highway, City of Camden, County of Kent, 19934. The name of the registered agent at such address is Paracorp Incorporated.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

**ARTICLE IV**

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 12,000,000 with a par value of \$0.0001 per share.

**ARTICLE V**

The name and mailing address of the sole incorporator is as follows:

Brett Bond  
1827 9<sup>th</sup> Street  
Suite C  
Santa Monica, CA 90404

**ARTICLE VI**

The Company is to have perpetual existence.

**ARTICLE VII**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company (the "Board") is expressly authorized to make, alter, amend or repeal the bylaws of the Company (the "Bylaws").

**ARTICLE VIII**

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws.

#### ARTICLE IX

Unless otherwise set forth herein, the number of directors that constitute the Board shall be fixed by, or in the manner provided in, the Bylaws.

#### ARTICLE X

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Company may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.

#### ARTICLE XI

Whenever a compromise or arrangement is proposed between the Company and its creditors or any class of them and/or between the Company and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Company or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Company under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Company under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, agree to any compromise or arrangement and to any reorganization of the Company as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Company, as the case may be, and also on the Company.

#### ARTICLE XII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended from time to time, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or

agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

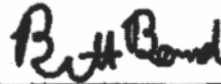
Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE XIII

Except as provided in Article XII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

\* \* \* \* \*

I, the undersigned, as the sole incorporator of the Company, have signed this Certificate of Incorporation as of August 26, 2016.

A handwritten signature in black ink, appearing to read "Brett Bond". The signature is written in a cursive, slightly stylized font.

---

Brett Bond, Sole Incorporator